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2012 APR 20 PM 2: 08

IDAHO PUBLIC
UTILITIES COMMISSION

April 18, 2012

THW-T-12-01

Idaho Public Utilities Commission
472 W Washington
Boise, ID 83702

**RE: APPLICATION FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND
NECESSITY FOR LOCAL EXCHANGE AND INTEREXCHANGE
TELECOMMUNICATIONS SERVICES**

To Whom It May Concern:

Please find the attached original and two copies of our Application for a Certificate of Public Convenience and Necessity to provide Local Exchange and Interexchange Telecommunications Services in the State of Idaho filed pursuant to Idaho Code §62-615.

Please contact us at the address below if you have questions. We will appreciate your immediate attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Tony D. Cash', written in a cursive style.

Tony D. Cash
General Counsel

1500 Trotters Cove
Atlanta, Georgia 30338
Tel. 678.916.0628
Fax. 678.916.0698
tony@365wireless.net
www.365wireless.net

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2012 APR 20 PM 2:08

IDAHO PUBLIC UTILITIES COMMISSION

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE PETITION
FOR A CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY FOR
365 WIRELESS, LLC TO PROVIDE
COMPETITIVE LOCAL EXCHANGE
AND INTEREXCHANGE
TELECOMMUNICATIONS SERVICES

APPLICATION NO. THW-T-12-01

PETITION FOR AUTHORITY OF 365 WIRELESS, LLC TO BECOME A
COMPETITIVE LOCAL AND INTEREXCHANGE TELECOMMUNICATIONS
SERVICES CARRIER

365 Wireless, LLC ("365" or "Applicant") hereby submits to the State of Idaho Public Utilities Commission (the "Commission") this Application seeking authority to operate as a facilities-based competitive local exchange and interexchange carrier to the full extent allowed by the laws of State of Idaho and the rules of this Commission pursuant to Idaho Code §62-615.

In support of this Application, Applicant states as follows:

I.

Identification of the Applicant. The legal name of the Applicant Company is **365 Wireless, LLC** and the principal place of business address is:

1500 Trotters Cove, Atlanta, Georgia 30338

Telephone: 888.820.4544

1 Fax: 678.916.0698

2 Website: www.365wireless.net

3 Federal Tax ID: 45-1474326

4 II.

5 **Correspondence or Communications.** Correspondence and communications concerning
6 this Application, customer dispute resolution, or any corporate or regulatory matters should be
7 directed to:

8 Clive Marsh

9 Chief Financial Officer of 365 Wireless, LLC

10 1500 Trotters Cove

11 Atlanta, Georgia 30338

12 Tel. 970.722.6223

13 Fax. 678.916.0698

14 Email. cmarsh@365wireless.net

15 III.

16 **Officers.** The President of 365 is Bridgett Weller and her telephone number is
17 888.820.4544 and fax number is 678.916.0698. The Chief Financial Officer is Clive Marsh and
18 his telephone number is 970.722.6223 and fax number is 678.916.0698. The General Counsel is
19 Tony D. Cash and his telephone number is 678.916.0628 and fax number is 678.916.0698. The
20 principal place of business address for the aforementioned individuals is 1500 Trotters Cove,
21 Atlanta, GA, 30338.

22 IV.

23 **Statement of Applicant Company.** Applicant is a Georgia limited liability company
24 duly formed on March 29, 2011, and currently in good standing in said State. A copy of the
25 Certificate of Organization is attached as **EXHIBIT "A"**.

1 V.

2 **Applicant Company Certification in the State of Idaho.** A copy of the Idaho
3 Certificate of Registration as foreign limited liability company is attached as **EXHIBIT "B"** and
4 the Applicant may receive service of process in Idaho through its agent:

5 National Registered Agents, Inc.

6 1423 Tyrell Lane

7 Boise, ID 83706

8 VI.

9 **Services to be Offered.** Applicant seeks authority to provide resold and facilities-based
10 local exchange and interexchange services to Business Customers primarily in non-rural areas
11 throughout Idaho as authorized by the Commission. Applicant shall not offer such service except
12 as authorized by the Commission. Applicant plans to enter into a CLEC Interconnection
13 Agreement with Qwest Corporation upon the approval of this Application. All services will be
14 routed over facilities owned by the Applicant and other certified carriers. Applicant contemplates
15 no immediate construction or extension of facilities as a result of this Application and does not
16 currently own property in the State. Applicant seeks to provide its services at rates that are
17 competitive with the services of other providers and anticipates offering services July 30, 2012.
18 Applicant intends on marketing its services through its direct sales channel and does not
19 contemplate utilizing agents or any third-party channels. Applicant does not now provide
20 services in Idaho and has not provided services within the State in the past. Applicant is likely to
21 compete with Qwest Corporation in the provisioning of local exchange services to Business
22 Customers.

23 VII.

24 **Enhancement to Competition.** Approval of this Application will promote the public
25 interest by increasing the level of competition in the State of Idaho telecommunications market.

1 Ultimately, competition will compel all telecommunications service providers to operate more
2 efficiently and pass the resultant cost savings on to customers. In addition, as a result of greater
3 competition, the overall quality and product diversity in the marketplace will improve.

4 VIII.

5 **Customer Service.** Applicant's customer service representatives are available to assist
6 its customers and will respond in a prompt and professional manner to all customers' inquiries.
7 Customer Service Support will be provided during normal business hours (9:00am to 5:00pm
8 EST) Monday through Friday. During non-business hours, customers may leave a recorded
9 message at the toll-free Customer Service number at 888.820.4544. Applicant's customer service
10 representatives are prepared to respond to a broad range of service matters, including inquiries
11 regarding: (1) types of services offered by Applicant and the rates associated with such services;
12 (2) monthly billing statements; (3) problems or concerns pertaining to a customer's current
13 service; and (4) general service matters. Applicant has a fully-staffed Network Operations Center
14 ("NOC") in Atlanta, Georgia with trained personnel to diagnose network problems and address
15 them in an urgent manner. Applicant currently has five full-time employees who will be
16 responsible for providing service in the State of Idaho.

17 IX.

18 **Financial Qualifications** - Applicant is a newly formed entity and has just begun the
19 significant deployment of its extensive telecommunications network and all related network
20 assets throughout the United States. The following items are being submitted in support of
21 Applicant's financial qualifications, attached hereto as **EXHIBIT "C"**:

22 A. Executive Summary of Financials; and

23
24 B. Certification of Financial Statements signed by Applicant's Chief Financial
Officer, Mr. Clive Marsh; and,

25 C. Balance Sheet and Income Statement for 2011; and

1 D. Balance Sheet and Income Statement for the period ending February 15, 2012;
and

2 E. Pro forma financials for 2012 - 2014; and

3
4 F. A Bank Letter of Deposit and Bank Statement showing funds on deposit with
Applicant's bank as of the time of this filing.

5 These documents are attached hereto as **EXHIBIT "C"** attached hereto.

6 X.

7 **Technical Expertise and Managerial Qualifications.** Applicant has an experienced
8 management team with diverse experience in the telecommunications industry. Manager profiles
9 have been attached hereto as **EXHIBIT "D."**

10 XI.

11 **Technical Qualifications** - Applicant has a fully-staffed Network Operations Center ("NOC") in
12 Atlanta, Georgia with trained personnel to diagnose network problems and address them in an
13 urgent manner. Applicant's NOC personnel are responsible for monitoring the
14 telecommunications network for alarms or certain conditions that may require special attention to
15 avoid customer-affecting impact on the network's performance.

16 The NOC is responsible for monitoring for power failures, communication line alarms
17 and other performance issues that may affect the network. NOC associates analyze problems,
18 perform troubleshooting, communicate with site technicians and other NOCs of Applicant's
19 underlying carriers, and track problems through resolution. For severe conditions that are
20 impossible to anticipate, the NOC has procedures in place to immediately contact technicians to
21 remedy the problem. In addition to the technical expertise of its own employees, Applicant will
22 rely upon the telecommunications experience and resources of its underlying carriers. It has
23 formed relationships with these carriers which allows for maximum use of their technical
24 resources, support systems and diagnostic capabilities.

1 XII.

2 **Description of Network to Provide Services.** 365 Wireless, LLC is a facilities-based
3 Competitive Local Exchange Carrier (CLEC) utilizing current and state of the art, Voice Over
4 Internet Protocol (VoIP) softswitch technology. 365 Wireless has deployed a Class 4/5 VoIP
5 softswitch capable of handling thousands of end customers. The core softswitch is located in the
6 365 Wireless Atlanta co-location environment (Atlanta NAP). Connectivity to all locations is
7 provided through an extensive SONET-fiber backbone network that is being deployed. Local
8 connectivity to the ILEC tandems and end-offices (to provide local access) is provided via ILEC
9 trunking from the ILEC switch to the 365 Wireless Point of Interface (POI) locations in each
10 LATA. Depending upon size and traffic volume, 365 Wireless may deploy local edge-router/
11 media gateway devices locally in select markets. In smaller markets, a physical POI interface
12 location will be deployed providing a logical and physical interface to the core VoIP softswitch.
13 Local access will be provided to each individual customer through the use of several techniques:

- 14
- 15 1. UNE, UNEP, EEL loops will be purchased from the ILEC to provide the "last mile"
16 loops to each customer location.
 - 17 2. PRI loops will be purchased from each ILEC to provide higher capacity loops to PBXs,
18 E-Key systems, and VoIP PBXs at a customer's location.
 - 19 3. DS-1 loops will be purchased from the ILEC to each customer location for VoIP devices
20 (Data, Voice, Video, etc.) or for "non-PRI" compliant devices.
 - 21 4. All ILEC loops will be provisioned, as per our ILEC interconnection agreement and
22 pursuant to State PUC guidelines.
 - 23 5. 365 Wireless will physically connect to all applicable ILEC Tandems and end-offices as
24 required to provide the necessary routing and call volume handling as per LERG
25 guidance.

1 365 Wireless may, at its discretion, choose to deploy Feature Group "D" (FGD) trunking in
2 select LATAs to provide 8XX Toll Free inbound traffic to a select group of its customers. In
3 addition, 365 Wireless may use FGD trunking to provide IXC access to Interstate and Intrastate
4 call terminations (egress from the 365 Wireless core switch network). See **EXHIBIT "E."**

5 To expedite the availability of its Local Service products, the Company may enter the
6 market via resale and later provision subsequent services over Applicant's own facilities as
7 demand warrants. In some geographic areas, Customer demand may be sufficient to cost-justify
8 providing services on a facilities-basis, while areas with lesser demand may make resale more
9 practicable. Prior to offering services via resale, Company intends on establishing a resale
10 agreement with Qwest Corporation.

11 XIII.

12 **Pending Applications** - Applicant is in the process of obtaining authorization to provide
13 telecommunications services throughout the United States. Applicant has recently been certified
14 as a local exchange carrier in Florida, Texas, New York, Indiana, Oregon, Georgia, and the State
15 of Washington and is provisioning the required network facilities in preparation for serving
16 customers 2Q2012. In no case has Applicant held authorization to provide service where it was
17 subsequently discontinued. In no case has Applicant had certification of authority denied,
18 suspended, dismissed, terminated, or revoked.

19 XIV.

20 **Contact for Customer Service, Maintenance, and Customers Inquiries.** The
21 Applicant's main contact for these matters is:

22 Joe White

23 VP Operations

24 1500 Trotters Cove

25 Atlanta, Georgia 30338

1 Tel. 970.722.6232

2 Fax. 678.916.0698

3 Email. joe@365wireless.net

4 XV.

5 **Legal / Regulatory Contact Information for Applicant.**

6 Tony D. Cash

7 General Counsel of 365 Wireless, LLC

8 1500 Trotters Cove

9 Atlanta, Georgia 30338

10 Tel. 678.916.0628

11 Fax. 678.916.0698

12 Email. tony@365wireless.net

13 XVI.

14 **Benefits to Public.** The Commission has previously determined as a matter of public
15 convenience and necessity that competition be allowed in the provision of local exchange and
16 interexchange services. In addition, Applicant submits the following in support of its belief that
17 the public convenience and necessity require Commission approval of its Application:

- 18 1. Applicant's proposed services are designed to meet the telephone needs of
19 subscribers and permit subscribers to realize cost savings in communications services.
- 20 2. Applicant's proposed services will use existing communications facilities more
21 efficiently while providing subscribers with cost advantages.
- 22 3. Commission approval of the instant Application will reaffirm the principle of
23 competition in the telecommunications market within the State of Idaho and benefit
24 Idaho telephone users by providing: (a) lower priced and better quality service, (b)
25 innovative telecommunications services, (c) efficient use of existing communications

1 resources and increased diversification and reliability in the supply of
2 communications services, and (d) development and expansion of the
3 telecommunications industry in the State of Idaho with attendant increased
4 employment opportunities for Idaho citizens.

5 XVII.

6 **Economic Feasibility and Financial Statement and Qualifications.** The operations
7 proposed by the Applicant are economically feasible. Applicant is financially qualified to
8 provide the local exchange and interexchange services requested in this Application. A Bank
9 Letter of Deposit and Bank Statement are attached hereto as **EXHIBIT "C,"** which demonstrates
10 that Applicant possesses the capital to operate its business and to meet expenses. Applicant also
11 has the resources to satisfy any deposits to other telecommunications carriers that may be
12 required to provide the proposed services.

13 XVIII.

14 **Statement Regarding Civil or Criminal Proceeding -** Applicant has had no formal
15 or informal actions against it within five (5) years preceding the filing of this application.
16 Applicant further states that it has not received any judgment, penalty, or sanction in any other
17 jurisdiction that could adversely affect Applicant's ability to provide telecommunications
18 services in Idaho.

19 XIX.

20 **Illustrative Tariff.** Applicant's proposed services will be offered pursuant to tariff on a
21 non-discriminatory basis. Applicant's illustrative local exchange tariff describing its services,
22 rates and terms and conditions, is attached hereto as **EXHIBIT "F"**. Applicant intends to offer
23 its services at rates that are competitive with the rates of the incumbent local carriers.

1 XX.

2 **Statement Regarding Customer Deposits.** Applicant will neither require nor accept
3 deposits from Customers and therefore respectfully requests exemption from any escrow or bond
4 requirement. Applicant's illustrative tariff, attached hereto, affirms this policy.

5 XXI.

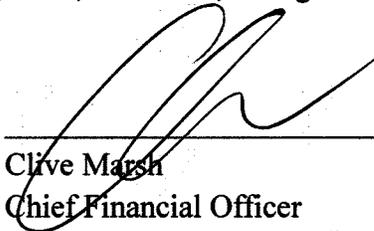
6 **Miscellaneous.** This Application is fully verified and contains the evidence which
7 Applicant believes fully supports the requested authorization. The filer of this Application is
8 properly vested with the authority by the Applicant to file this Application and verify the
9 information contained herein. See **VERIFICATION OF APPLICANT** attached hereto. If
10 additional data or information is desired, Applicant will promptly submit the same in verified
11 form.

1 **VERIFICATION OF APPLICANT**

2 I, Clive Marsh, Chief Financial Officer of 365 Wireless, LLC, a Georgia limited liability
3 company, the Applicant for a Certificate to provide local exchange and interexchange
4 telecommunications services in the State of Idaho, verify that based on information and belief, I
5 have knowledge of the statements in the foregoing Application, and I declare that they are true
6 and correct.

7 I further declare that I have the authority duly granted by Applicant to execute this
8 Verification and to file this Application on behalf of Applicant.

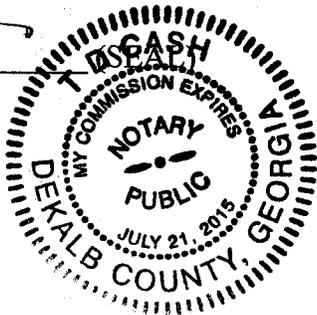
9
10 Executed on the 18th day of April, 2012, at Atlanta, Georgia.

11
12 
13 _____
14 Clive Marsh
15 Chief Financial Officer
16 365 Wireless, LLC

17 Sworn to me, the undersigned

18 Notary Public on this
19 18th day of April, 2012.

20 
21 _____
22 NOTARY PUBLIC



LIST OF EXHIBITS

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- EXHIBIT A CERTIFICATE OF ORGANIZATION
- EXHIBIT B FOREIGN LIMITED LIABILITY COMPANY QUALIFICATION
- EXHIBIT C FINANCIAL DOCUMENTATION
 - EXECUTIVE SUMMARY OF FINANCIALS
 - CERTIFICATION OF FINANCIAL STATEMENTS
 - BALANCE SHEET AND INCOME STATEMENT
 - PRO-FORMA FINANCIAL STATEMENTS
 - BANK LETTER OF DEPOSIT AND BANK STATEMENT
- EXHIBIT D MANAGEMENT PROFILES
- EXHIBIT E NETWORK ARCHITECTURE
- EXHIBIT F ILLUSTRATIVE TARIFFS
- EXHIBIT G STATEMENT OF COMPLIANCE WITH COMMISSION RULES

EXHIBIT "A"

CERTIFICATE OF ORGANIZATION

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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 110513800
CONTROL NUMBER : 11025121
DATE INC/AUTH/FILED: 03/29/2011
JURISDICTION : GEORGIA
PRINT DATE : 05/13/2011
FORM NUMBER : 211

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365 WIRELESS, LLC
TONY D. CASH
1500 TROTTERS COVE
ATLANTA, GA. 30338

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

365 WIRELESS, LLC
A DOMESTIC LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



B. P. Kemp

Brian P. Kemp
Secretary of State

STATE OF GEORGIA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF ORGANIZATION

I, Brian P. Kemp, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

365 WIRELESS, LLC
a Domestic Limited Liability Company

has been duly organized under the laws of the State of Georgia on 03/29/2011 by the filing of articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on March 29, 2011



Brian P. Kemp
Secretary of State

Control No: 11025121
Date Filed: 03/29/2011 08:39 AM
Brian P. Kemp
Secretary of State

March 29, 2011

**ARTICLES OF ORGANIZATION
FOR GEORGIA LIMITED LIABILITY COMPANY**

The name of the Limited Liability Company is:

365 Wireless, LLC

The principal mailing address of the Limited Liability Company is:

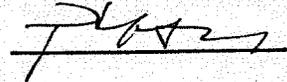
1500 Trotters Cove
Atlanta, GA 30338

The Registered Agent is:

Tony D Cash
1500 Trotters Cove
Atlanta, GA 30338

County: DeKalb

I hereby certify that the
within instrument is a
true and correct copy



The name and address of each organizer(s) are:

Tony D Cash
1500 Trotters Cove
Atlanta, GA 30338

The optional provisions are:

No optional provisions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the date set forth below.

Signature(s):

Attorney-in-Fact, Tony D Cash

Date:

March 29, 2011

EXHIBIT "B"

FOREIGN LIMITED LIABILITY COMPANY QUALIFICATION

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State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
365 WIRELESS, LLC**

File Number W 104744

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: July 5, 2011



Ben Yursa
SECRETARY OF STATE

By *[Signature]*

EXHIBIT "C"

FINANCIAL DOCUMENTATION

EXECUTIVE SUMMARY OF FINANCIALS

CERTIFICATION OF FINANCIAL STATEMENTS

BALANCE SHEET AND INCOME STATEMENT

PRO-FORMA FINANCIAL STATEMENTS

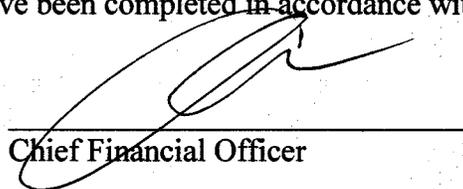
BANK LETTER OF DEPOSIT

BANK STATEMENT

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1 **CERTIFICATION OF FINANCIAL STATEMENTS**

2 Clive Marsh, being duly sworn, deposes and says that he is the described Chief Financial Officer
3 of 365 Wireless, LLC, and that for the reporting periods stated in the attached financial reports
4 ending as of December 31, 2011, and February 15, 2012, all the therein described assets were the
5 absolute property of the reporting entity, free and clear of any liens or claims thereon, except as
6 herein stated, and that the statements together with related exhibits, schedules, notes and
7 explanations therein contained, annexed or referred to is a full and true statement of all of its
8 assets and liabilities and of its income and deductions therefrom, and the condition and affairs of
9 the reporting entity as of the reporting period, and have been completed in accordance with
10 generally accepted accounting principles.

11 
12 Chief Financial Officer

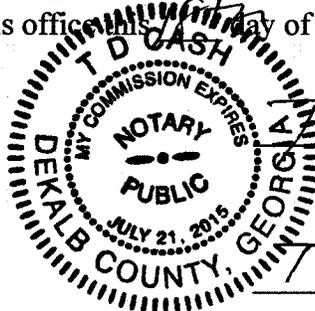
13 Clive Marsh
14 Printed Name

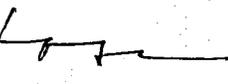
15 _____
16 Date

17 STATE OF GEORGIA
18 COUNTY OF FULTON

19 Before me on this day personally appeared Clive Marsh known to
20 me to be the person whose name is subscribed to the foregoing instrument and acknowledge to
21 me that he executed the same for the purposes and consideration therein expressed.

22 Given under my hand and seal of this office this 1st day of April, 2012.



23 
24 Notary Public

25 T-D Cash
Printed Name

My commission expires on: 7/21/2015



Balance Sheet
365 Wireless, LLC
 As of December 31st 2011

December 31, 2011

Current Assets

Cash in bank	\$	5,528
Accounts receivable		-
Other current assets		-
Total current assets		5,528

Fixed Assets

Network equipment	\$	255,850
Furniture & fixtures		8,966
Other fixed assets		-
(LESS accumulated depreciation on all fixed assets)		(9,658)
Total Fixed Assets (net of depreciation)	\$	254,958

Other Assets

Deposits		85,000
Other		569
Total Other Assets	\$	85,569

TOTAL Assets

\$	346,055
-----------	----------------

Liabilities and Equity

Current Liabilities

Accounts payable	\$	263,805
Interest payable		-
Taxes payable		125
Notes, short-term (due within 12 months)		-
Total Current Liabilities	\$	263,930

Long-term Debt

Note payable to related party		-
Total Long-term Debt	\$	-

Total Liabilities

\$	263,930
-----------	----------------

Owners' Equity

Invested capital		196,199
Retained earnings - beginning		-
Retained earnings - current		(114,074)
Total Owners' Equity	\$	82,125

TOTAL Liabilities & Equity

\$	346,055
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8 **Profit and Loss Statement**
9 **365 Wireless, LLC**
10 **For the year ended December 31, 2011**

	2011 YTD	
11 Sales Revenue		
12 Network services	\$	-
12 Other service revenue	\$	-
13 Total Sales Revenue	\$	-
14 Cost of Sales		
14 Interconnection costs	\$	5,602
15 Usage costs	\$	-
16 Total Cost of Sales	\$	5,602
17 Gross profit	\$	(5,602)
18 Operating Expenses		
18 Advertising and Marketing		
19 Wages and salaries	\$	68,533
19 State registration fees	\$	5,695
20 Outside services	\$	5,500
20 Supplies	\$	205
21 Rent	\$	7,565
21 Depreciation	\$	9,658
22 Insurance	\$	8,627
22 Other expense	\$	2,688
23 Total OPEX	\$	108,471
24 Net profit (loss)	\$	(114,074)



Balance Sheet
365 Wireless, LLC
 As of February 15th, 2012

	As of February 15th, 2012
<u>Current Assets</u>	
Cash in bank	\$ 106,248
Accounts receivable	1,026
Other current assets	-
Total current assets	107,274
<u>Fixed Assets</u>	
Network equipment	\$ 255,650
Furniture & fixtures	8,966
Other fixed assets	-
(LESS accumulated depreciation on all fixed assets)	(9,658)
Total Fixed Assets (net of depreciation)	\$ 254,958
<u>Other Assets</u>	
Deposits	85,000
Other	569
Total Other Assets	\$ 85,569
TOTAL Assets	\$ 447,801
Liabilities and Equity	
<u>Current Liabilities</u>	
Accounts payable	\$ 166,260
Interest payable	-
Taxes payable	-
Notes, short-term (due within 12 months)	-
Total Current Liabilities	\$ 166,260
<u>Long-term Debt</u>	
Note payable to related party	0
Total Long-term Debt	\$ -
Total Liabilities	\$ 166,260
<u>Owners' Equity</u>	
Invested capital	441,536
Retained earnings - beginning	(114,074)
Retained earnings - current	(45,921)
Total Owners' Equity	\$ 281,541
TOTAL Liabilities & Equity	\$ 447,801



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6 **Profit and Loss Statement**
7 **365 Wireless, LLC**
8 **2012 YTD**

2012 YTD

9
10 **Sales Revenue**

11 Network services \$ 2,153
12 Other service revenue \$ -

13 **Total Sales Revenue**

\$ 2,153

14 **Cost of Sales**

14 Interconnection costs \$ 24,698
15 Usage costs \$ 1,432
15 Colocation expense \$ -

16 **Total Cost of Sales**

\$ 26,130

17 **Gross profit**

\$ (23,977)

18 **Operating Expenses**

19 Advertising and Marketing
19 Wages and salaries \$ 15,205
20 State registration fees \$ 105
20 Outside services \$ 3,525
21 Supplies \$ 52
21 Rent \$ 1,698
22 Depreciation \$ -
22 Insurance \$ 1,258
23 Other expense \$ 101

24 **Total OPEX**

\$ 21,944

25 **Net profit (loss)**

\$ (45,921)



Balance Sheet
 365 Wireless, LLC
 Proforma Balance Sheet

	As of 12/31/2012	As of 12/31/2013	As of 12/31/2014
Current Assets			
Cash in bank	\$ 456,985	\$ 858,633	\$ 1,569,852
Accounts receivable	365,987	701,548	1,211,659
Prepaid expenses	2,692	16,985	25,691
Other current assets	15,698	30,584	32,504
Total current assets	841,362	1,607,750	2,839,706
Fixed Assets			
Network equipment	\$ 356,587	\$ 705,897	\$ 909,845
Furniture & fixtures	16,851	69,949	70,051
Other fixed assets	2,568	4,598	6,594
(LESS accumulated depreciation on all fixed assets)	(141,152)	(343,407)	(553,092)
Total Fixed Assets (net of depreciation)	\$ 234,854	\$ 437,037	\$ 433,998
Other Assets			
Deposits	85,500	125,000	125,000
Other	589	5,005	83,125
Total Other Assets	\$ 86,089	\$ 130,005	\$ 208,125
TOTAL Assets	\$ 1,162,285	\$ 2,174,792	\$ 3,481,229
Liabilities and Equity			
Current Liabilities			
Accounts payable	\$ 396,976	\$ 559,836	\$ 601,005
Interest payable	6,982	9,852	8,542
Taxes payable	1,134	2,569	3,654
Notes, short-term (due within 12 months)	10,000	10,000	-
Total Current Liabilities	\$ 415,092	\$ 582,257	\$ 613,201
Long-term Debt			
Note payable to related party	150,000	60,000	-
Total Long-term Debt	\$ 150,000	\$ 60,000	\$ -
Total Liabilities	\$ 565,092	\$ 642,257	\$ 613,201
Owners' Equity			
Invested capital	\$ 100,000	\$ 100,000	\$ 100,000
Retained earnings - beginning	-	497,193	1,432,535
Retained earnings - current	497,193	935,342	1,335,493
Total Owners' Equity	\$ 597,193	\$ 1,532,535	\$ 2,868,028
TOTAL Liabilities & Equity	\$ 1,162,285	\$ 2,174,792	\$ 3,481,229



**Profit and Loss Statement
365 Wireless, LLC**

THREE YEAR PROFORMA INCOME STATEMENTS

	2012	2013	2014
Sales Revenue			
Network services	\$ 6,863,598	\$ 9,685,451	\$ 11,596,674
Other service revenue	\$ 4,389	\$ 6,568	\$ 9,006
Total Sales Revenue	<u>\$ 6,867,987</u>	<u>\$ 9,692,019</u>	<u>\$ 11,605,680</u>
Cost of Sales			
Interconnection costs	\$ 656,369	\$ 709,659	\$ 874,526
Bandwidth costs	\$ 205,894	\$ 365,985	\$ 459,633
Colocation costs	\$ 25,367	\$ 45,986	\$ 11,245
Switching costs	\$ 421,888	\$ 605,784	\$ 615,333
Usage costs	\$ 3,968,567	\$ 5,026,558	\$ 5,966,663
Total Cost of Sales	<u>\$ 5,278,085</u>	<u>\$ 6,753,972</u>	<u>\$ 7,927,400</u>
Gross profit	<u>\$ 1,589,902</u>	<u>\$ 2,938,047</u>	<u>\$ 3,678,280</u>
Operating Expenses			
Advertising and Marketing	\$ 36,571	\$ 56,815	\$ 75,012
Wages and salaries	\$ 259,986	\$ 756,892	\$ 805,556
Outside services	\$ 95,862	\$ 75,001	\$ 50,666
Supplies	\$ 12,698	\$ 23,565	\$ 54,874
Rent	\$ 38,974	\$ 38,974	\$ 38,974
Postage	\$ 2,674	\$ 3,025	\$ 5,989
Telephone and Internet	\$ 21,636	\$ 29,632	\$ 36,598
Legal and professional	\$ 50,587	\$ 85,065	\$ 50,058
Consulting fees	\$ 45,036	\$ 50,020	\$ 65,988
Depreciation	\$ 141,152	\$ 202,255	\$ 209,685
Insurance	\$ 44,269	\$ 57,899	\$ 59,058
Other expense	\$ 9,693	\$ -	\$ -
Total Operating Expenses	<u>\$ 759,138</u>	<u>\$ 1,379,143</u>	<u>\$ 1,452,458</u>
Pre-tax income	<u>\$ 830,764</u>	<u>\$ 1,558,904</u>	<u>\$ 2,225,822</u>
Tax allowance	\$ (332,306)	\$ (623,562)	\$ (890,329)
Other income (expense)	\$ (1,265)	\$ -	\$ -
Net income (loss)	<u>\$ 497,193</u>	<u>\$ 935,342</u>	<u>\$ 1,335,493</u>

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BANK LETTER OF DEPOSIT



2970 Peachtree Road NW
Suite 100
Atlanta, GA 30305
Phone 404.240.5000
Fax 404.814.9745

April 18, 2012

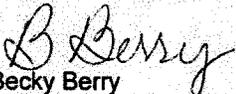
Idaho Public Utilities Commission
472 W Washington
Boise, ID 83702

Dear Sir/Madam,

Please accept this letter as confirmation that as of today's date, 365 Wireless LLC has on deposit with Georgia Commerce Bank a balance of \$100,000.00 in account #1018316.

Please feel free to contact the bank if you have any further questions.

Thank you,


Becky Berry
Banking Officer
Georgia Commerce Bank
2970 Peachtree Road, NW
Suite 100
Atlanta, GA 30305

BANK STATEMENT



Your Success is Our Business.

3625 CUMBERLAND BOULEVARD
BLDG. 2
ATLANTA, GA 30339
678-631-1240

PAGE: 1
ACCOUNT: 1018316 03/30/2012
DOCUMENTS: 0

000184

365 WIRELESS LLC
2970 PEACHTREE RD NW STE 300
ATLANTA GA 30305

BUCKHEAD BRANCH
2970 PEACHTREE RD NW STE 100
ATLANTA GA 30305

Georgia Commerce Bank is now offering eStatements. If you are interested
in receiving your Bank Statement electronically, please contact one of
our offices: 678-631-1240 Main Office, 678-631-3600 Marietta Branch or
404-240-5000 Buckhead Branch.

BUSINESS CHECKING ACCOUNT 1018316

Table with 4 columns: Description, Amount, Date, Amount. Rows include: LAST STATEMENT 02/29/12 100,000.00, CREDITS .00, DEBITS .00, THIS STATEMENT 03/30/12 100,000.00.

ITEMIZATION OF OVERDRAFT AND RETURNED ITEM FEES

Summary table for overdraft and returned item fees. Columns: Description, Total for this period, Total year to date. Rows: TOTAL OVERDRAFT FEES: \$0.00, TOTAL RETURNED ITEM FEES: \$0.00.



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EXHIBIT "D"

MANAGEMENT PROFILES

Joseph White – Vice President of Operations

(>12 years telecommunications experience)

As VP of Operations, Mr. White is responsible for all network operations and engineering projects at 365 Wireless, LLC. Mr. White has held a variety of senior engineering roles throughout his career of more than twelve years, thus exposing him to all areas and levels of an organization within the telecommunications industry. Mr. White's experience includes expertise in Network Provisioning and Engineering of network Layer 1 and 2 NOC facilities for VoIP Networks. Formerly, Mr. White was the Chief Technology Officer of a global company providing VoIP services.

At 365 Wireless, Mr. White oversees the deployment and management of the Company's network and implements and monitors adherence to quality standards in order to meet our customers' expectations. Mr. White is responsible for 365's Network Operations Center (NOC) located in Atlanta, Georgia. Applicant's NOC is fully staffed with trained personnel who diagnose problems and address them in an urgent manner. Applicant's NOC personnel are responsible for monitoring the telecommunications network for alarms or certain conditions that may require special attention to avoid customer-affecting impact on the network's performance. The NOC is currently staffed with six highly-trained, full-time technical associates.

In addition to the technical expertise of its own employees, Applicant will rely upon the telecommunications experience and resources of its underlying carriers. It has formed

1 relationships with these carriers which allows for maximum use of their technical resources,
2 support systems and diagnostic capabilities.

3
4 **Tony D. Cash – General Counsel for 365 Wireless, LLC**

5 (**>25 years telecommunications experience**)

6 As General Counsel, Mr. Cash applies his significant experience in business/commercial
7 law, corporate law, and technology law to guide the company through the CLEC certification
8 process and to ensure the Company complies with all applicable regulations.

9
10 With more than 25 years experience in the telecommunications industry, Mr. Cash was
11 formerly Director of Business Development at BellSouth and he also held marketing leadership
12 roles at AT&T. In addition, he was co-founder and General Counsel for FeroNetworks, a
13 technology licensing company headquartered in Atlanta.

14 Mr. Cash holds a B.A. from Clemson University, an M.B.A. from Furman University,
15 and earned a J.D. from Georgia State University. Admitted to the Georgia and Federal Bars in
16 1989, Mr. Cash is a Member of the American Bar Association and the State Bar of Georgia and
17 is licensed to practice before all Georgia Courts and the Federal District Courts in the Northern
18 and Southern District of Georgia (Eleventh Circuit).

19
20 **Clive N. Marsh – Chief Financial Officer**

21 (**>20 years telecommunications experience**)

22 As CFO, Mr. Marsh is responsible for managing the financial risks of the corporation by
23 overseeing the internal financial reporting for the Company, conducting financial planning, and
24 ensuring that adequate financial controls are in place. Mr. Marsh's external responsibilities
25

1 include the preparation of annual financial statements as well as overseeing the financial and
2 non-financial reporting to the various federal, state, and local regulatory authorities including
3 public service or utility commissions.

4 Mr. Marsh began his career at Price Waterhouse, LLP where he gained valuable
5 experience into all facets of public and private financial reporting while ensuring his client's
6 adherence to FASB (Financial Accounting Standards Board) pronouncements as well as
7 compliance with GAAP (Generally Accepted Accounting Principles). Since that time, Mr.
8 Marsh has served in various senior financial management positions at both publicly traded and
9 privately held telecommunications entities.

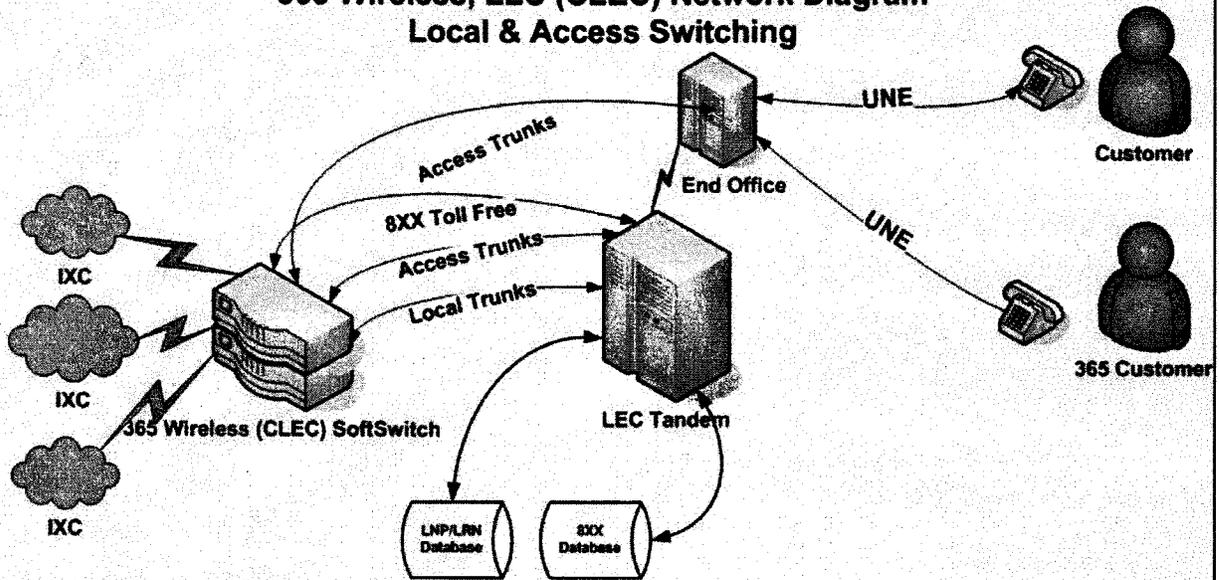
10 As a CFO, Mr. Marsh has been involved directly in the successful negotiation and
11 execution of several mergers and acquisitions in addition to both private and public placements
12 of securities in order to facilitate the growth and expanding capital needs of small, medium and
13 large businesses.

14 Mr. Marsh attended Oglethorpe University in Atlanta, GA where he earned a BBA
15 degree with an emphasis in accounting theory and finance.
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EXHIBIT "E"

NETWORK ARCHITECTURE

365 Wireless, LLC (CLEC) Network Diagram
Local & Access Switching



Call flow:

365 Customer to another Customer (Local)

- 1) Customer calls number, switch checks LRN
- 2) Switch routes call to proper location
- 3) Call is completed to other customer by LEC

365 Customer to another LEC Customer (IntraState)

- 1) Customer calls number, switch checks LRN
- 2) Switch routes call to 365 (CLEC) switch
- 3) 365 switch routes call to appropriate IntraState IXC

365 Customer to another Customer (InterState)

- 1) Customer calls number, switch checks LRN
- 2) LEC switch routes call to 365 (CLEC) switch
- 3) 365 switch routes call to appropriate InterState IXC (for non 365 customers.)
- 4) If called customer is a 365 customer, then 365 (CLEC) switch will route back to the appropriate LEC switch for completion.

EXHIBIT "F"

ILLUSTRATIVE TARIFFS

LOCAL EXCHANGE TARIFF

INTEREXCHANGE TARIFF / PRICE LIST

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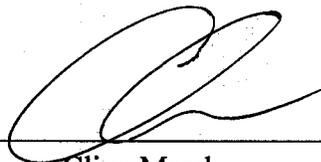
1 **EXHIBIT G**

2 STATEMENT OF COMPLIANCE WITH COMMISSION RULES

3 I, Clive Marsh, Chief Financial Officer of 365 Wireless, LLC, a Georgia limited liability
4 company, the Applicant, state that I am aware of the Commission rules governing the provision
5 of basic local exchange and interexchange services by a CLEC in the State of Idaho, and further
6 that it is the intent of the Applicant and all of its employees, contractors and agents to comply
7 with all of the laws of the State of Idaho and the Rules and Orders of the Commission, including
8 any quality of service standards established by the Commission.

9
10 I further declare that I have the authority duly granted by Applicant to execute this
11 Statement of Intent.

12
13 Executed on the 18th day of April, 2012, at Atlanta, Georgia.

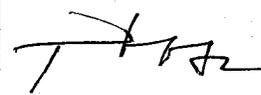
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17 Clive Marsh
18 Chief Financial Officer
19 365 Wireless, LLC

20 Sworn to me, the undersigned

21 Notary Public on this

22 18th day of April, 2012.

23
24 
25 NOTARY PUBLIC

